

# **Mt. St. Helens Club, Inc.**

## **CONSTITUTION**

### **ARTICLE I**

Section 1. The name of this organization shall be the Mt. St. Helens Club, Incorporated, hereinafter referred to as the "Club".

Section 2. The Club is organized as a non-profit corporation under the laws of the State of Washington. Its principal place of business shall be in the city of Longview, WA, 98632.

### **ARTICLE II**

The objectives of the Club shall be:

A. To foster and stimulate interest in hiking, mountaineering, skiing, camping, bicycling, and similar outdoor activities;

B. To create a better standard of citizenship by encouraging a spirit of good comradeship, building health and promoting goodwill among lovers of the outdoors;

C. To further the study and increase the knowledge of plant and animal life of the mountains, forests and waterways of the Pacific Northwest by exploration thereof;

D. To preserve and develop, by personal carefulness and through the support and/or promotion of related legislation, the natural beauties of the Pacific Northwest; and

E. To provide activities of a recreational and social nature for the benefit and enjoyment of the members.

### **ARTICLE III**

Any person of good moral character in agreement with the objectives of this Club may become a member as provided by regulations in the Bylaws.

### **ARTICLE IV**

Section 1. OFFICERS. The officers of the Club shall be a President, Vice President, Secretary, Treasurer (elective positions) and Trustee. The immediate past president shall be the Trustee and shall serve one year. When there is no new past President upon completion of the one year term, the Trustee shall be elected.

Section 2. EXECUTIVE COMMITTEE. The officers of the Club shall constitute the Executive Committee with duties as outlined in the Bylaws.

Section 3. ELECTIONS. There shall be an annual election of officers for the Club at a time designated by Article II of the Bylaws.

### **ARTICLE V**

This Constitution may be amended by an affirmative vote of 75% of the voting members present at any meeting or at a special meeting called for that purpose as provided for in Article III of the Bylaws. Amendments shall be proposed in writing at the preceding regular meeting by not less than three members. Prior notice of the meeting at which the proposed amendment(s) will be presented shall be provided to all members.

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## **BYLAWS**

### **ARTICLE I**

#### **Officers and Their Duties**

Section 1. EXECUTIVE COMMITTEE. The officers of the Club shall constitute the Executive Committee in which shall be vested the entire management of the Club including the establishment of standing and special committees and the control of Club funds, subject to such rules and regulations as may be made by the Club. Chairpersons of standing committees shall be ex officio members of the Executive Committee with a voice but no vote.

Section 2. PRESIDENT. The President shall preside at all meetings of the Club and of the Executive Committee. He/She shall be charged with the supervision of all committees to see that the work and objectives of the Club are properly carried out. He/She shall have the power to appoint or replace chairpersons of committees when deemed necessary by the Executive Committee. He/She shall ensure that all committee chairpersons are familiar with and perform their duties as enumerated in Article VI.

Section 3. VICE PRESIDENT. The Vice President shall act in the place of the President during the absence or incapacity of the President and shall then have all the powers and duties of the President.

Section 4. SECRETARY. The Secretary shall attend to all Club correspondence, keep a record of all meetings and reports of committees, and maintain all appropriate records of the Club. It shall be the duty of the Secretary to coordinate the distribution of all Club bulletins, notices of outings, etc., and telephone calls pertaining to same, unless such duties are performed by a designated committee. The Secretary shall keep specific records of motions and amendments voted upon by the Club.

Section 5. TREASURER. The Treasurer shall receive all funds due the Club and shall deposit regularly the funds in the name of the Club in a financial institution designated by the Executive Committee. He/She shall make disbursements as directed by the Executive Committee. At the January regular meeting of the Club, the Treasurer shall present a complete financial report for the previous fiscal year and a proposed budget for the following fiscal year. He/She shall also present a monthly report at each regular meeting of the Club.

Section 6. TRUSTEE. The Trustee shall act in an advisory capacity to see that the policies of the Club are carried out and Club finances are kept in order. He/she shall be a member of the Audit Committee to audit all Club accounts prior to the January regular meeting.

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## **ARTICLE II**

### **Elections**

Section 1. NOMINATIONS AND ELECTION. Officers of the Club shall be nominated and elected at the October regular meeting of the membership. In cases where more than one candidate is nominated for an office, voting shall be by secret ballot.

Section 2. INSTALLATION/TERM OF OFFICE. Installation of officers shall take place at the November regular meeting. Officers shall assume office effective January 1st and shall hold office for one year.

Section 3. ELIGIBILITY. Only active members in good standing and life members shall be eligible to hold an office in the Club.

Section 4. FILLING OF VACANCIES. Vacancies in any of the offices shall be filled by appointment from the membership of the Club by the Executive Committee and each officer so appointed shall serve until the next scheduled election.

## **ARTICLE III**

### **Meetings, Fiscal Year**

Section 1. REGULAR MEETINGS. Regular meetings of the Club shall be held monthly except June, July and August or at such times as the Executive Committee or the Club membership may decide. Prior notice of each meeting shall be provided to each member.

Section 2. SPECIAL MEETINGS. Special meetings may be called by the Executive Committee, the President alone, or at the request of five active and/or life members, provided that notice of any special meeting shall be provided in advance to each member.

Section 3. EXECUTIVE COMMITTEE MEETINGS. The Executive Committee shall meet at the call of the President at such times as may be necessary.

Section 4. FISCAL YEAR. The fiscal year of the Club shall begin January 1<sup>st</sup> and end December 31<sup>st</sup>.

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## **ARTICLE IV**

### **Quorum and Voting Privileges**

Section 1. MEMBERSHIP QUORUM. Twenty percent (20%) of the life members and/or active members in good standing shall constitute a quorum at any regular or special meeting of the Club.

Section 2. EXECUTIVE COMMITTEE QUORUM. Three members shall constitute a quorum of the Executive Committee.

Section 3. VOTING ELIGIBILITY. Only active members in good standing and life members shall be eligible to vote.

## **ARTICLE V**

### **Categories of Membership, Initiation Fees and Dues**

Section 1. MEMBERSHIP CATEGORIES. There shall be four categories of membership: active, junior, honorary, and life. Any member already belonging to one category shall be eligible for membership in any other category, if he/she meets the qualifications, by paying any difference in initiation fees and by giving up membership in the previous category.

Section 2. ACTIVE MEMBER. Active members are those who are 18 years of age or older and who do not fall into other categories.

Section 3. JUNIOR MEMBER. When sponsored by an active or life member, children between the ages of 12 and 17, inclusive, shall be eligible for junior membership upon payment of an initiation fee and annual dues and acceptance by the Club of an application in the regular manner. Upon reaching 18 years of age, junior members may become active members upon payment of any difference in dues without paying an additional initiation fee.

Section 4. HONORARY MEMBER. The candidate for honorary membership, having first been an active member for twenty (20) years and being at least seventy (70) years of age, shall pay no dues, but shall enjoy all privileges of the Club except for voting and the holding of office. The number of honorary members shall at no time exceed ten.

Section 5. LIFE MEMBER. After an active membership of ten years, one may become a life member by paying the initiation fee which is equal to six years of annual dues at the rate in place at the time of receipt of a qualifying application. Life members shall enjoy all the privileges of active members, but shall no longer pay annual dues. The life membership will be effective at the start of the fiscal year following submission of a qualifying application.

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Section 6. MEMBERSHIP QUALIFICATIONS. Applicants for active membership shall (1) take three qualifying hikes in 12 consecutive months; (2) be given copies of and shall read the Constitution and Bylaws and Basic Activity Guidelines of the Club and agree to abide by them; and (3) submit an application for membership which must be signed by two active members in good standing and/or life members. The application, the initiation fee, and the first year's dues shall be delivered to the Membership Chairperson. Upon approval of the Membership Committee, the application shall be deemed accepted by the Club. A spouse who is unable to hike and whose husband or wife is an active member of the Club may become an active member by working for the Club three times in 12 consecutive months at an activity approved by the Executive Committee and by paying the required dues and initiation fees.

Section 7. REINSTATEMENT. When dues of a member are delinquent more than two years the member may pay the current year's dues plus a reinstatement fee without the necessity of new qualifying hikes.

Section 8. DUES AND FEES. Proposals to modify dues and /or fees shall be submitted to the Executive Committee for consideration. Any proposed changes approved by the Executive Committee shall be presented to the membership for approval. An affirmative vote by 75% of voting members at the meeting where the proposed changes are presented is required to modify any dues or fees.

## **ARTICLE VI**

### **Standing Committees**

Section 1. MEMBERSHIP. The Membership Committee members shall generally be responsible for activities directed toward obtaining new Club members. They shall invite prospective members to participate in appropriate Club activities and shall make new and prospective members feel welcome in the Club. The committee shall attempt to stimulate attendance by members at all functions of the Club. It shall receive and review all applications for membership and announce acceptance thereof to the Club, having first determined that the applicant is qualified and eligible for membership. The committee shall collect required initiation fees and dues for membership, keeping an account of all moneys received and forwarding such funds to the Treasurer. The chairperson shall notify applicants of the acceptance or rejection of their application for membership in the Club.

Section 2. WEEKEND GETAWAYS. The Weekend Getaways Committee shall arrange for weekend outings each year as funds permit, following the guidelines in the Club's Weekend Getaways Policy.

Section 3. PUBLICITY. The Publicity Committee shall attend to all matters of public notice and promotion of Club activities.

Section 4. PROGRAM. The Program Committee shall provide for lectures or other programs of entertainment for monthly meetings, having first conferred with the President regarding the matter of available time for any such program.

Section 5. SOCIAL. The Social Committee shall arrange for hosts for each Club meeting and coordinate planning for any special parties or entertainment sponsored by the Club.

Section 6. CONSERVATION. The Conservation Committee shall advise the Club on issues relating to the Club's objective D as described in Article II of the Constitution. At the direction of the Executive Committee, the Conservation Committee shall prepare oral or written statements on behalf of the Club relative to objective D.

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Section 7. HISTORICAL. The Historical Committee shall maintain a collection of clippings, photographs, and related records and materials documenting the history and activities of the Club, other than those required to be maintained by the Secretary.

Section 8. AUDIT. The Audit Committee shall consist of a chairperson, the Trustee, and any other person(s) deemed appropriate by the Audit Committee chairperson. The Committee is responsible for an annual audit of Club finances and presentation of the results thereof at the January regular meeting.

Section 9. WEEKDAY ACTIVITIES. The Weekday Activities Committee shall plan activities for the Club membership on week days, providing a leader for each occasion and arranging for transportation. Activity leaders shall be responsible for submitting completed Activity Reports of the events to the Secretary of the Club or his/her designee.

Section 10. WEEKEND ACTIVITIES. The Weekend Activities Committee shall plan activities for the Club membership on weekend days, providing a leader for each occasion and arranging for transportation. Activity leaders shall be responsible for submitting completed Activity Reports of the events to the Secretary of the Club or his/her designee.

## **ARTICLE VII** **Good Standing**

To be considered in good standing, each active member shall pay his/her annual membership dues by February 28<sup>th</sup> including any special assessments the Club may decide upon.

## **ARTICLE VIII** **Proxies**

Members of the Executive Committee may give written and signed proxies for their votes in the event it is necessary to be absent from a committee meeting. Said proxies are effective only for the length of time stated therein and are to be given only to another member of the Executive Committee.

## **ARTICLE IX** **Rules for Activities**

Section 1. The membership shall, by majority vote of the members present at a regular meeting, adopt and publish such rules and regulations governing Club activities as may be deemed necessary.

Section 2. The details of and requirements for an event where the Club pays a portion of the cost shall be provided in advance to the membership.

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## **ARTICLE X**

### **Non-Liability**

Section 1. LIABILITY. As provided for and explained by the Club's "Release, Waiver of Liability, Hold Harmless and Indemnity Agreement," the Mt. St. Helens Club, Inc., or any of its members, individually or collectively, does not assume any liability whatsoever for injury or loss of any kind sustained by members or guests of the Club during a sponsored activity of any kind.

Section 2. INDEBTEDNESS. Neither the Mt. St. Helens Club, Inc. nor any member thereof, in any capacity whatsoever, shall have the power to incur any Club indebtedness beyond the amount of money actually in the Club treasury at any given time.

## **ARTICLE XI**

### **Expulsion**

A member found guilty of a flagrant violation(s) of the Constitution and/or Bylaws, Basic Activity Guidelines, Activity Leader Guidelines, or any offense against public morals or decency may be disciplined or expelled from the Club in the manner described in this Article. Written charges signed by two active members in good standing and/or life members must be presented to the Executive Committee. The Executive Committee shall make a full investigation of the charges to determine whether or not disciplinary action may be warranted. After completing any such investigation where a charge is sustained, the Executive Committee shall notify the accused member in writing of the allegation(s), giving him/her an opportunity to be heard by the Executive Committee to answer the charge(s). After having given the member an opportunity to be heard, the Executive Committee by a vote of three affirmative votes may assess discipline or request the member to resign. If the member declines to follow any such decision, the Executive Committee shall expel him/her from the Club. When an investigated charge is not sustained, the accused member shall be so notified in writing.

## **ARTICLE XII**

### **Rules of Order**

Robert's Rules of Order shall govern all Club meetings and meetings of the Executive Committee as to parliamentary procedures so far as practical and not inconsistent with these Bylaws.

## **ARTICLE XIII**

### **Review and Revision of Bylaws**

Section 1. These Bylaws shall be reviewed at the regular meeting of the membership in January.

Section 2. Amendments to the Bylaws may be proposed in writing by the Executive Committee or by three or more voting members at any regular meeting. Prior notice of any proposed amendments and of the meeting at which they will be considered shall be distributed to all voting members.

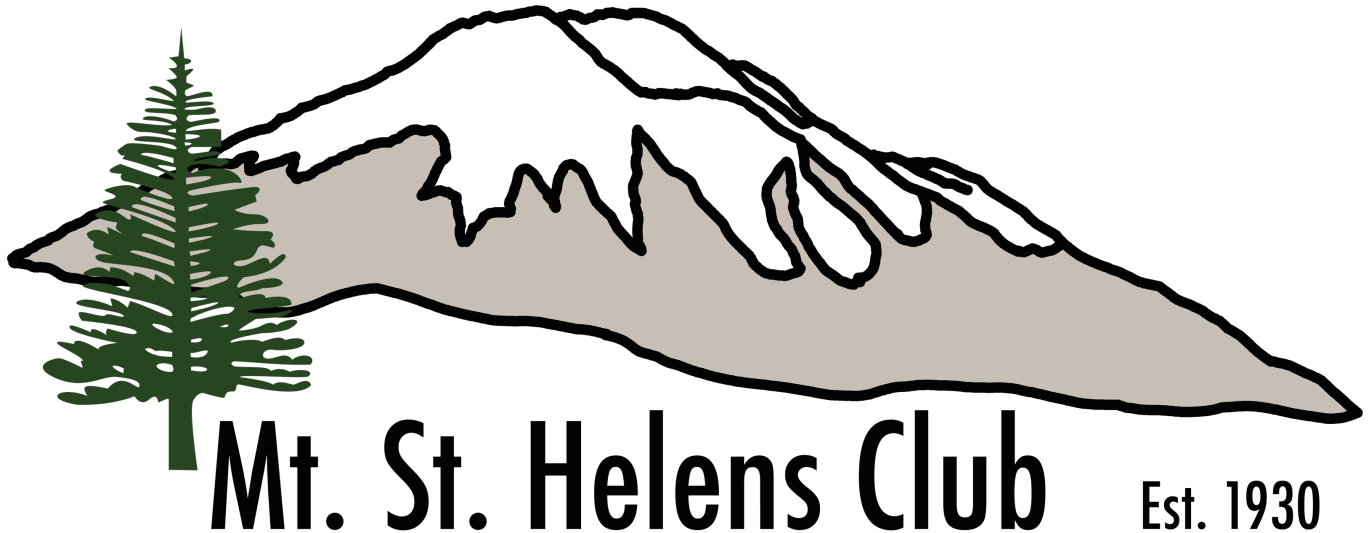
An affirmative vote of 75% of the voting members present at the meeting shall be necessary to approve any amendment.

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## ARTICLE XIV

### Procedure for Dissolution of the Corporation

Upon the dissolution of the corporation, the Executive Committee shall, after making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively to organizations engaged in activities similar to those carried on by the corporation, provided that any such organizations shall be organized and operated exclusively in the Pacific Northwest and shall, at the time of distribution, qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future relevant United States Internal Revenue law. Any such assets not so distributed shall be disposed of by the Washington State Superior Court of the county in which the principal office of the corporation is then located.



**This revision of the Constitution and Bylaws was approved by the membership at the regular business meeting, Catlin Grange, April 23, 2019.**